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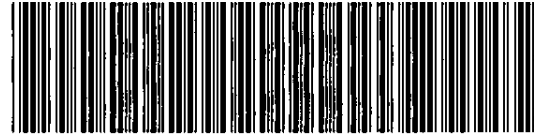
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MRS  
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May 26, 2011

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Friends of the Gainesville Organic Blueberry Farm, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned proposed corporation. Kindly file these Articles and return a certified copy to this office.

A check in the amount of \$81.75 is enclosed to cover the cost thereof.

Thank you and if you have any questions, please don't hesitate to contact us.

Sincerely yours,



Becky Cassels, Assistant to  
William D. Ryals

enclosures

ARTICLES OF INCORPORATION  
OF

FRIENDS OF THE GAINESVILLE ORGANIC BLUEBERRY FARM, INC.

(A Corporation Not for Profit  
organized under Chapter 617, Florida Statutes)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

NAME:

The name of this Corporation shall be **FRIENDS OF THE GAINESVILLE ORGANIC BLUEBERRY FARM, INC.**

ARTICLE II

ADDRESS:

The street address of the initial principal office and the mailing address of the Corporation in the State of Florida shall be **1208 Southeast 22<sup>nd</sup> Avenue, Gainesville, Florida 32641**. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III

PURPOSE:

The specific and primary purposes for which this Corporation is formed are:

(a) To foster harmony and provide access to agricultural and nature based education and fresh local organic food in our under-served community, while working on and around our historic neighborhood farm, at the heart of this community.

(b) As a manner of accomplishing the foregoing purposes, and subject to the Bylaws of this corporation, as from time to time are duly adopted, the Corporation shall have the following powers:

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

5. In general, to exercise such other powers which now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary

or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

(c) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers, directors or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities which would constitute a regular business of a kind ordinarily carried on for profit, or any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

(e) In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or

its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be paid over and transferred to The Edible Plant Project, Inc., a not for profit Florida corporation, if said corporation is in existence on the date of such liquidation or dissolution. The money or property, if transferred, shall be used or distributed for the use and benefit of increasing the local food supply by distributing food plants to local residents and institutions at little or no cost and within the intention of Section 501 (c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as the same now exists or as it may be hereafter amended from time to time, or to any similar organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

#### ARTICLE IV

##### BOARD OF DIRECTORS:

Section 1. The business affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall be composed of not less than three (3) persons. Membership of the Board of Directors shall be for such period of time as prescribed by the Bylaws of the corporation and said Bylaws shall prescribe the method by which the members of the board of Directors shall be nominated and elected, and the qualifications necessary for nomination and election to said Board of Directors.

Section 2. The officers of this corporation, who shall also be Directors, shall be elected or appointed as provided in the Bylaws of the corporation, and shall be a President, Vice-President, a

Secretary, and a Treasurer. One person may hold more than one office except that the President may not also serve as Secretary.

#### ARTICLE V

The following persons shall constitute the first Board of Directors until the first appointment of the Board of Directors is made in accordance with the provisions of the Bylaws:

<u>NAME</u>	<u>ADDRESS</u>
MAUREEN RESCHLY	1208 S.E. 22 <sup>nd</sup> Avenue Gainesville, FL 32641
LUCILLE RHIM	1321 S.E. 22 <sup>nd</sup> Avenue Gainesville, FL 32641
DAN KAHN	708 N.W. 31 <sup>st</sup> Avenue Gainesville, FL 32609

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is **1208 Southeast 22<sup>nd</sup> Avenue, Gainesville, Florida 32641**, and the name of the initial registered agent of the corporation at that address is **MAUREEN RESCHLY**.

#### ARTICLE VII

##### INCORPORATOR:

The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
MAUREEN RESCHLY	1208 Southeast 22 <sup>nd</sup> Avenue Gainesville, FL 32641

## ARTICLE VIII

### GENERAL POWERS:

The corporation shall have and exercise all rights and powers that are permitted by the laws of the State of Florida for Not for Profit Corporations.

## ARTICLE IX

### MEMBERSHIP:

The members of the Corporation shall consist of those individuals who pay the dues as established by the Board of Directors. The Board of Directors of the corporation shall come from the members of the corporation and an individual shall serve as a Director only for so long as that individual is a member.

## ARTICLE X

### EXISTENCE:

The corporation shall have perpetual existence.

## ARTICLE XI

### BYLAWS:

The Board of Directors shall adopt Bylaws consistent with these Articles. The Board of Directors, by a majority vote, shall also have the power to make, alter or rescind any Bylaws on behalf of the corporation.

## ARTICLE XII

### AMENDMENT TO ARTICLES OF INCORPORATION:

These Articles may be altered, amended or repealed by resolution of the Board of Directors, passed by a majority vote of the Board of Directors.



### ARTICLE XIII

#### INDEMNIFICATION OF OFFICERS AND DIRECTORS:

Section 1. The corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the corporation, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable grounds for belief that such action was unlawful.

B. Such persons shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct by the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all

circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Section 2. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum of directors who were not parties to such action, suit or proceeding.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the corporation to indemnify under applicable law.

#### ARTICLE XIV

##### TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED:

Section 1. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Section 2. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, the said incorporator has hereunto set her hand and seal this 25<sup>th</sup> day of May, 2011.

Signed, sealed and delivered  
in our presence as witnesses:

[Signature]  
Rebecca Scassel

INCORPORATOR:

[Signature]  
MAUREEN RESCHLY

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11 MAY 31 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of May, 2011, by MAUREEN RESCHLY.



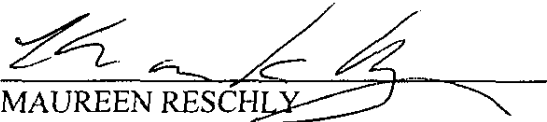
[Signature]  
NOTARY PUBLIC  
Printed Name: Rebecca S. Cassels  
Commission No.: \_\_\_\_\_

Personally known \_\_\_\_\_ OR Produced Identification X

Type of Identification Produced: Florida Drivers License

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, is familiar with and hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and acknowledges she is familiar with and accepts the obligations of the position as registered agent.

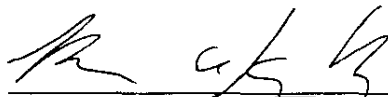
  
MAUREEN RESCHLY

Dated: May 25, 2011

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11 MAY 31 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATEMENT OF INCORPORATOR

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 871,155, Florida Statutes.



MAUREEN RESCHLY, Incorporator

Dated: May 25, 2011

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